

**FILED EFFECTIVE**

**ARTICLES OF INCORPORATION**

**OF**

**LAMPRECHT GREEN HOLDINGS, INC.**

The undersigned, acting as an incorporator of a corporation under the Idaho Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Lamprecht Green Holdings, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:  
Holding of ownership interests in Lamprecht, Green & Associates, LLP, an Idaho limited liability partnership engaged in the practice of public accounting, together with the transaction of all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act, Section 30-1-301.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ten thousand shares of \$100 par value common stock. The shares of the corporation shall consist of a single class - voting common.

FIFTH: The corporation elects to have full pre-emptive rights as to issuance of stock, as provided under the Idaho Business Corporation Act, Section 30-1-630.

SIXTH: Provisions for the regulation of the internal affairs of the corporation are such as may be provided by the By-Laws of the corporation, adopted pursuant to the Idaho Business Corporation Act, Section 30-1-206, including provision for restriction on transfer of shares, as provided in Idaho Business Corporation Act, Section 30-1-627.

IDaho SECRETARY OF STATE  
07/18/2005 05:00  
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SEVENTH: The address of the initial registered office of the corporation is 275 S. 5th Avenue, Suite 250, Pocatello, Idaho 83201, and the name of its initial registered agent at such address is David L. Green, C.P.A.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is two and the names and addresses of the persons who are to serve as directors until the next annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Philip D. Lamprecht, C.P.A.	275 S. 5th Avenue Suite 250; Pocatello, Idaho 83201
David L. Green, C.P.A.	275 S. 5th Avenue Suite 250; Pocatello, Idaho 83201

NINTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
David L. Green, C.P.A.	275 S. 5th Avenue Suite 250; Pocatello, Idaho 83201

DATED this 15<sup>th</sup> day of July, 2005.

  
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David L. Green, C.P.A.